

CAROLINE R. DJANG, Bar No. 216313
caroline.djang@bbklaw.com
BEST BEST & KRIEGER LLP
18101 Von Karman Avenue
Suite 1000
Irvine, CA 92612
Telephone: (949) 263-2600
Facsimile: (949) 260-0972

Attorneys for Niagara Bottling, LLC

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Case No. 7:18-bk-23538-rdd

Sears Holdings Corporation, *et al.*, : Chapter 11

Debtors. : (Jointly Administered)

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**OBJECTION OF NIAGARA BOTTLING LLC¹ TO
NOTICE OF CURE COSTS AND POTENTIAL ASSUMPTION AND ASSIGNMENT OF
EXECUTORY CONTRACTS AND UNEXPIRED LEASES IN CONNECTION WITH
GLOBAL SALE TRANSACTION**

TO THE DEBTORS AND INTERESTED PARTIES:

Niagara Bottling, LLC (“Niagara”) by and through its undersigned counsel, hereby objects to the *Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection With Global Sale Transaction* (the “Notice”) filed by Sears Holdings Corporation, *et al.* (the “Debtors”) on January 18, 2019, and states:

1. Niagara is a counterparty to that certain “PRIVATE LABEL SUPPLY AGREEMENT” (Agreement No. 5230 in the Notice) (the “Agreement”) with Kmart Corporation, one of the Debtors herein.

2. Debtors’ Notice asserts that the applicable cure amount with respect to the Agreement is \$287,859 (“Proposed Cure Amount”).

¹ Erroneously named as “Niagra Bottling, LLC” in the Notice. Niagara hereby requests that the Court accept this late-filed objection, as the misspelling of Niagara’s name in the 300+ page Exhibits to the Notice caused Niagara’s counsel to overlook Niagara’s listing in the Exhibits to the Notice.

3. Niagara objects to the Proposed Cure Amount because the correct cure amount, according to Niagara's books and records is \$339,921.87 (the "Correct Cure Amount") (see Exhibit A).

4. Niagara also objects to the Proposed Cure Amount to the extent that it fails to include attorneys' fees and expenses to which Niagara is expressly entitled under the terms of the Agreement.

5. Further, Niagara objects to the Proposed Cure Amount to the extent that it fails to include amounts that may become due under the Agreement after it is assumed and assigned, but which nevertheless relate to the pre-assumption period.

6. Niagara reserves all rights with respect to the Agreement, including, without limitation, its right to amend or supplement this Limited Objection and to raise any other arguments in connection herewith (including arguments related to adequate assurance of future performance under § 365(b) of the Bankruptcy Code). Nothing herein shall be deemed to waive any of Niagara's procedural, substantive, or other rights, privileges and remedies in connection with the Agreement, all of which are hereby reserved.

7. Niagara requests that the Court enter an order directing the Debtors to pay to Niagara the Correct Cure Amount pursuant to § 365(d)(1) of the Bankruptcy Code.

Dated: January 29, 2019

Respectfully submitted,

BEST BEST & KRIEGER LLP

By: /s/ Caroline R. Djang

Caroline R. Djang, CA Bar No. 216313
18101 Von Karman Avenue
Suite 1000
Irvine, CA 92612
Telephone: (949) 263-2600
Facsimile: (949) 260-0972
Attorneys for Creditor
Niagara Bottling, LLC

EXHIBIT A

PO Number	Number	Customer Name	Transaction Date	Due Date	Original	Balance Due	Status
	8236938	KMART CORP.	26-Sep-18	26-Oct-18	993.34	993.34	Open
	8236939	KMART CORP.	26-Sep-18	26-Oct-18	2,115.89	2,115.89	Open
	8236941	KMART CORP.	26-Sep-18	26-Oct-18	38,342.20	38,342.20	Open
	8236942	KMART CORP.	26-Sep-18	26-Oct-18	2,329.30	2,329.30	Open
	8237486	KMART CORP.	10-Oct-18	9-Nov-18	2,256.40	2,256.40	Open
	8237483	KMART CORP.	10-Oct-18	9-Nov-18	989.63	989.63	Open
	8237484	KMART CORP.	10-Oct-18	9-Nov-18	1,353.26	1,353.26	Open
	8237485	KMART CORP.	10-Oct-18	9-Nov-18	28,984.78	28,984.78	Open
	8240402	KMART CORP.	29-Nov-18	29-Dec-18	360.51	360.51	Open
	8240403	KMART CORP.	29-Nov-18	29-Dec-18	415.91	415.91	Open
	8240404	KMART CORP.	29-Nov-18	29-Dec-18	12,012.90	12,012.90	Open
	8240406	KMART CORP.	29-Nov-18	29-Dec-18	788.30	788.30	Open
8289223794	15065879	KMART CORP.	4-Sep-18	4-Oct-18	2,527.20	2,527.20	Open
8289223793	15070160	KMART CORP.	5-Sep-18	5-Oct-18	2,527.20	2,476.66	Open
8305227308	15138376	KMART CORP.	26-Sep-18	26-Oct-18	2,386.80	2,386.80	Open
8275306619	15142475	KMART CORP.	27-Sep-18	27-Oct-18	2,499.84	2,499.84	Open
8289241976	15143373	KMART CORP.	27-Sep-18	27-Oct-18	2,404.08	2,404.08	Open
8289241978	15143007	KMART CORP.	27-Sep-18	27-Oct-18	2,404.08	2,404.08	Open
8305227309	15145399	KMART CORP.	28-Sep-18	28-Oct-18	1,736.28	1,736.28	Open
8275306564	15147104	KMART CORP.	28-Sep-18	28-Oct-18	2,404.08	2,404.08	Open
8289236647	15146235	KMART CORP.	28-Sep-18	28-Oct-18	2,782.08	2,782.08	Open
8289241975	15146976	KMART CORP.	28-Sep-18	28-Oct-18	2,404.08	2,404.08	Open
8305223590	15145137	KMART CORP.	28-Sep-18	28-Oct-18	4,521.15	4,521.15	Open
8305227294	15147364	KMART CORP.	28-Sep-18	28-Oct-18	2,404.08	2,404.08	Open
8305227296	15146035	KMART CORP.	28-Sep-18	28-Oct-18	2,404.08	2,404.08	Open
8305183828	15145630	KMART CORP.	28-Sep-18	28-Oct-18	2,404.08	2,404.08	Open
8289241977	15153042	KMART CORP.	1-Oct-18	31-Oct-18	2,404.08	2,404.08	Open
8305227297	15152246	KMART CORP.	1-Oct-18	31-Oct-18	2,404.08	2,404.08	Open
8305227303	15154063	KMART CORP.	1-Oct-18	31-Oct-18	2,527.20	2,527.20	Open
8305227306	15153938	KMART CORP.	1-Oct-18	31-Oct-18	2,527.20	2,527.20	Open
8287248230	15151749	KMART CORP.	1-Oct-18	31-Oct-18	2,527.20	2,527.20	Open
8292263425	15155718	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open
8273676599	15155052	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open
8273676600	15155739	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open
8273676602	15156673	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open
8273676605	15155340	KMART CORP.	2-Oct-18	1-Nov-18	2,527.20	2,527.20	Open
8273676606	15156391	KMART CORP.	2-Oct-18	1-Nov-18	2,527.20	2,527.20	Open
8305227293	15155279	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open
8305227301	15156927	KMART CORP.	2-Oct-18	1-Nov-18	2,527.20	2,527.20	Open
8305227305	15155829	KMART CORP.	2-Oct-18	1-Nov-18	2,527.20	2,527.20	Open
8287248212	15154979	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open
8287248215	15154978	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open
8287248213	15155733	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open
8287248214	15156048	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open
8287248216	15154771	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open
8287248217	15155068	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open
8287248218	15156877	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open

8287248211	15156085	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open
8292263426	15157372	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open
8292263427	15156130	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open
8292263428	15156958	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open
8292263429	15157509	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open
8292263431	15154832	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open
8292263432	15157390	KMART CORP.	2-Oct-18	1-Nov-18	2,404.08	2,404.08	Open
8273676601	15158839	KMART CORP.	3-Oct-18	2-Nov-18	2,404.08	2,404.08	Open
8273676603	15159588	KMART CORP.	3-Oct-18	2-Nov-18	2,527.20	2,527.20	Open
8273676604	15158255	KMART CORP.	3-Oct-18	2-Nov-18	2,527.20	2,527.20	Open
8273676608	15159881	KMART CORP.	3-Oct-18	2-Nov-18	2,527.20	2,527.20	Open
8273676607	15159451	KMART CORP.	3-Oct-18	2-Nov-18	2,527.20	2,527.20	Open
8289241979	15159411	KMART CORP.	3-Oct-18	2-Nov-18	2,404.08	2,404.08	Open
8289241972	15158008	KMART CORP.	3-Oct-18	2-Nov-18	2,404.08	2,404.08	Open
8289241973	15162036	KMART CORP.	4-Oct-18	3-Nov-18	2,404.08	2,404.08	Open
8289241974	15161363	KMART CORP.	4-Oct-18	3-Nov-18	2,404.08	2,404.08	Open
8305227298	15161704	KMART CORP.	4-Oct-18	3-Nov-18	2,527.20	2,527.20	Open
8292263424	15162871	KMART CORP.	4-Oct-18	3-Nov-18	2,404.08	2,404.08	Open
8292263430	15162450	KMART CORP.	4-Oct-18	3-Nov-18	2,404.08	2,404.08	Open
8292263442	15163375	KMART CORP.	4-Oct-18	3-Nov-18	2,527.20	2,527.20	Open
8292263443	15162068	KMART CORP.	4-Oct-18	3-Nov-18	2,527.20	2,527.20	Open
8292263444	15163402	KMART CORP.	4-Oct-18	3-Nov-18	2,527.20	2,527.20	Open
8292263445	15162147	KMART CORP.	4-Oct-18	3-Nov-18	2,527.20	2,527.20	Open
8292263446	15163691	KMART CORP.	4-Oct-18	3-Nov-18	2,527.20	2,527.20	Open
8275306584	15164912	KMART CORP.	5-Oct-18	4-Nov-18	2,527.20	2,527.20	Open
8275306592	15166074	KMART CORP.	5-Oct-18	4-Nov-18	2,527.20	2,527.20	Open
8275306595	15164705	KMART CORP.	5-Oct-18	4-Nov-18	2,527.20	2,527.20	Open
8275306585	15165628	KMART CORP.	5-Oct-18	4-Nov-18	2,527.20	2,527.20	Open
8275306586	15164405	KMART CORP.	5-Oct-18	4-Nov-18	2,527.20	2,527.20	Open
8275306589	15165574	KMART CORP.	5-Oct-18	4-Nov-18	2,527.20	2,527.20	Open
8305227299	15166220	KMART CORP.	5-Oct-18	4-Nov-18	2,527.20	2,527.20	Open
8305227300	15164126	KMART CORP.	5-Oct-18	4-Nov-18	2,527.20	2,527.20	Open
8305227302	15164329	KMART CORP.	5-Oct-18	4-Nov-18	2,527.20	2,527.20	Open
8305227304	15166325	KMART CORP.	5-Oct-18	4-Nov-18	2,527.20	2,527.20	Open
8287248220	15164387	KMART CORP.	5-Oct-18	4-Nov-18	2,404.08	2,404.08	Open
8287248221	15164661	KMART CORP.	5-Oct-18	4-Nov-18	2,404.08	2,404.08	Open
8287248219	15166005	KMART CORP.	5-Oct-18	4-Nov-18	2,404.08	2,404.08	Open
8287248222	15164226	KMART CORP.	5-Oct-18	4-Nov-18	2,404.08	2,404.08	Open
8287248223	15166408	KMART CORP.	5-Oct-18	4-Nov-18	2,404.08	2,404.08	Open
8275306582	15167775	KMART CORP.	6-Oct-18	5-Nov-18	2,527.20	2,527.20	Open
8275306587	15167836	KMART CORP.	6-Oct-18	5-Nov-18	2,527.20	2,527.20	Open
8275306588	15172541	KMART CORP.	8-Oct-18	7-Nov-18	2,527.20	2,527.20	Open
8287248225	15171471	KMART CORP.	8-Oct-18	7-Nov-18	2,404.08	2,404.08	Open
8275306591	15171574	KMART CORP.	8-Oct-18	7-Nov-18	2,527.20	2,527.20	Open
8275306593	15171701	KMART CORP.	8-Oct-18	7-Nov-18	2,527.20	2,527.20	Open
8305227307	15173300	KMART CORP.	8-Oct-18	7-Nov-18	2,527.20	2,527.20	Open
8287248224	15171667	KMART CORP.	8-Oct-18	7-Nov-18	2,404.08	2,404.08	Open
8287248226	15172055	KMART CORP.	8-Oct-18	7-Nov-18	2,404.08	2,404.08	Open

8287248229	15171528	KMART CORP.	8-Oct-18	7-Nov-18	2,527.20	2,527.20	Open
8287248231	15173136	KMART CORP.	8-Oct-18	7-Nov-18	2,527.20	2,527.20	Open
8275306583	15174621	KMART CORP.	9-Oct-18	8-Nov-18	2,527.20	2,527.20	Open
8275306590	15175815	KMART CORP.	9-Oct-18	8-Nov-18	2,527.20	2,527.20	Open
8275306594	15175436	KMART CORP.	9-Oct-18	8-Nov-18	2,527.20	2,527.20	Open
8275306581	15176392	KMART CORP.	9-Oct-18	8-Nov-18	2,527.20	2,527.20	Open
8287248233	15174666	KMART CORP.	9-Oct-18	8-Nov-18	2,527.20	2,527.20	Open
8287248234	15175772	KMART CORP.	9-Oct-18	8-Nov-18	2,527.20	2,527.20	Open
8287248235	15175012	KMART CORP.	9-Oct-18	8-Nov-18	2,527.20	2,527.20	Open
8287248236	15174970	KMART CORP.	9-Oct-18	8-Nov-18	2,527.20	2,527.20	Open
8287248240	15178942	KMART CORP.	10-Oct-18	9-Nov-18	2,527.20	2,527.20	Open
8287248241	15179260	KMART CORP.	10-Oct-18	9-Nov-18	2,527.20	2,527.20	Open
8275309498	15178857	KMART CORP.	10-Oct-18	9-Nov-18	2,840.40	2,840.40	Open
8275306580	15178324	KMART CORP.	10-Oct-18	9-Nov-18	2,527.20	2,527.20	Open
8287248237	15178826	KMART CORP.	10-Oct-18	9-Nov-18	2,527.20	2,527.20	Open
8287248238	15179100	KMART CORP.	10-Oct-18	9-Nov-18	2,527.20	2,527.20	Open
8287248239	15179174	KMART CORP.	10-Oct-18	9-Nov-18	2,527.20	2,527.20	Open
					TOTAL	\$339,921.87	

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on this 29th day of January 2019, a true and correct copy of the foregoing was served via ECF filing system of the United States Bankruptcy Court for the Southern District of New York on all parties receiving notice in this case.

/s/ Caroline R. Djang

Caroline R. Djang